

EXHIBIT “B”

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case No. BK-S 06-10725 (LBR)
 Case No. BK-S 06-10726 (LBR)
 Case No. BK-S 06-10727 (LBR)
 Case No. BK-S 06-10728 (LBR)
 Case No. BK-S 06-10729 (LBR)

In re:
USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

Chapter 11

In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC

Debtor.

**Jointly Administered Under
Case No. BK-S-06-10725 LBR**

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

**AFFIDAVIT OF STEVEN E. OSTROW
IN SUPPORT OF MOTION FOR
EXPEDITED CONSIDERATION OF
LIBERTY BANK'S MOTION
PURSUANT TO FED. R. BANKR.
P. 3018 TO ALLOW CLAIM FOR
PLAN VOTING PURPOSES**

In re:
USA SECURITIES, LLC,

Debtor.

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Securities, LLC
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA First Trust Deed Fund, LLC

**AFFIDAVIT OF STEVEN E. OSTROW IN SUPPORT
OF MOTION FOR EXPEDITED CONSIDERATION
OF LIBERTY BANK'S MOTION PURSUANT TO FED. R.
BANKR. P. 3018(a) TO ALLOW CLAIM FOR PLAN VOTING PURPOSES**

COMMONWEALTH OF PENNSYLVANIA)
: ss.
COUNTY OF PHILADELPHIA)

I, Steven E. Ostrow, Esquire, hereby declare as follows:

1. I am over the age of 18 and mentally competent. I have personal knowledge of the facts in this matter and if called upon to testify, could and would do so. I make this declaration in support of the Motion for Expedited Consideration of Liberty Bank's Motion Pursuant to Fed. R. Bankr. P. 3018(a) to Allow Claim for Voting Purposes as required by District of Nevada Local Bankruptcy Rule 9006(a).

2. I am a partner with the law firm of White and Williams LLP, which firm maintains an office located at 1800 One Liberty Place, Philadelphia, PA 19103. My firm represents Liberty Bank which has engaged the firm of Haney, Woloson & Mullins as local counsel in the above-captioned bankruptcy cases. I have been admitted *pro hac vice* in connection with the above-captioned case.

3. Liberty timely filed a proof of claim in the amount of \$4,662,620.45 (the “Claim”) in the bankruptcy case of USA Commercial Mortgage Company (“USACM”).¹ On December 11, 2006, Liberty submitted a ballot rejecting the Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization (the “Plan”) and filed Liberty Bank’s Limited Objection to

¹ The basis for the Claim is discussed in detail in Liberty Bank's Motion Pursuant to Fed. R. Bankr. P. 3018(a) to Allow Claim for Voting Purposes (the "3018 Motion"). A true and correct copy of the Claim is attached as Exhibit "C" to the 3018 Motion.

Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (the "Confirmation Objection").

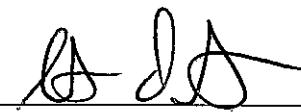
4. Also on December 11, 2006 – the same day Liberty cast its ballot and filed its Confirmation Objection – USACM filed USA Commercial Mortgage Company's Objection to Proof of Claim No. 1383 Filed by Liberty Bank (the "Claim Objection"), seeking to disallow the Claim in its entirety.

5. The Claim Objection was filed just eight (8) days before the hearing on confirmation of the Debtor's Plan (the "Confirmation Hearing"), which is scheduled for December 19, 2006. The hearing on the Claim Objection is not scheduled to be heard until January 17, 2007. Accordingly, the Claim Objection clearly will not be adjudicated before the Confirmation Hearing and expedited consideration of the 3018 Motion is warranted.

6. On December 13, 2006, I telephoned Steven C. Strong, an attorney for USACM, to discuss the Confirmation Objection and the Claim Objection. I told Mr. Strong that, in light of the Claim Objection, Liberty intended to seek the temporary allowance of the Claim and would file its 3018 Motion on an expedited basis so that the issue could be addressed prior to or in conjunction with the Confirmation Hearing. Mr. Strong indicated that USACM had no objection to the Court hearing the 3018 Motion, on shortened notice, at the Confirmation Hearing on December 19, 2006. Accordingly, USACM has consented to Liberty's request for expedited consideration of the 3018 Motion.

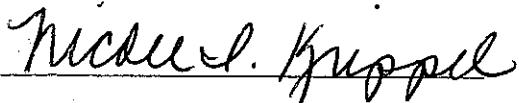
I declare under penalty of perjury of the laws of the United States that these facts are true to the best of my knowledge and belief.

DATED this 14th of December, 2006



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Sworn to before me this
14th day of December, 2006.



NOTARY PUBLIC

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

NICOLE I. KRIPPEL, Notary Public
City of Philadelphia, Phila. County
My Commission Expires August 14, 2008